

**AMENDMENT TO THE CLAIMS**

Claim 1. (previously amended) A skin conditioning oil-in-water emulsion composition comprising:

(a) about 0.001 wt. % to about 10 wt. % of at least one booster compound selected from the group consisting of LAMEA, linoleic acid, linseed oil, climbazole and phosphatidyl choline;

(b) about 0.001 wt. % to about 10 wt. % of a retinoid; and

(c) a cosmetically acceptable vehicle;

wherein each constituent of the oil phase of the oil-in water emulsion has a peroxide value of less than or equal to about 12.

Claim 2. (original) The skin conditioning oil in water emulsion composition of claim 1 wherein the oil phase of the emulsion has a peroxide value of less than or equal to about 6.

Claims 3-6. (canceled)

Claim 7. (previously amended) A skin conditioning oil-in-water emulsion composition comprising:

(a) about 0.001 wt. % to about 10 wt. % of at least two booster compounds selected from the group consisting of LAMEA, linoleic acid, linseed oil, climbazole and phosphatidyl choline;

(b) about 0.001 wt. % to about 10 wt. % of a retinoid; and

(c) a cosmetically acceptable vehicle;

wherein each constituent of the oil phase of the oil-in water emulsion has a peroxide value of less than or equal to about 12.

Claim 8. (original) The skin conditioning oil-in-water emulsion composition of claim 1 wherein the oil phase of the emulsion has a peroxide value of less than or equal to about 6.

Claims 9-12. (canceled)

Claim 13. The composition of claim 7, further comprising about 0.5% to about 50% of an emollient selected from the group consisting of esters, fatty acids, alcohols, polyols, and hydrocarbons.

Claim 14. (currently amended) The composition of claim 1, wherein said at least one booster is LAMEA; and further comprising alpha-ionone.

Claim 15. The composition of claim 1, further comprising an imidazole.